

SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1171173

**ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**OMB APPROVAL**

OMB Number: 3235-0076

Expires: May 31, 2002

Estimated average burden  
hours per response... 1

**FORM D**

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

**PROCESSED**

**APR 17 2002**

**THOMSON  
FINANCIAL**

**SEC USE ONLY**

Prefix		Serial
DATE RECEIVED		

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☒ Rule 504 ☒ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment



02029217

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

---

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Mustard Seed Canyon Park, L.P.

---

Address of Executive Offices 5643 Stresemann Street, San Diego, CA 92121 (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (858)497-6424

---

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)  
(if different from Executive Offices) 1605 Canyon Drive, Spring Valley, CA

---

Brief Description of Business Ownership and leasing of residential real property.

---

Type of Business Organization

☐ corporation ☒ limited partnership, already formed  
☐ business trust ☐ limited partnership, to be formed

---

Month Year  
Actual or Estimated Date of Incorporation or Organization: [ 2 ] 12 ] [ 02 ] [ X ] Actual [ ] Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [ C ] [ A ]

---

## GENERAL INSTRUCTIONS

### Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

---

**A. BASIC IDENTIFICATION DATA**

---

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

---

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
---------------------------	-----------------------------------	---	--	-----------------------------------	--

---

Full Name (Last name first, if individual) Terry W. Moore

---

Business or Residence Address (Number and Street, City, State, Zip Code) 5643 Stresemann Street, San Diego, CA 92121

---

---

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
---------------------------	--	---	--	-----------------------------------	--

---

Full Name (Last name first, if individual) Mustard Seed Management, Inc.

---

Business or Residence Address (Number and Street, City, State, Zip Code) 5643 Stresemann Street, San Diego, CA 92121

---

---

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
---------------------------	-----------------------------------	---	--	-----------------------------------	---

---

Full Name (Last name first, if individual) CARE Housing Services Corporation

---

Business or Residence Address (Number and Street, City, State, Zip Code) 18757 Burbank Blvd., Suite 102, Tarzana, CA 91356

---

---

Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> General and/or Managing Partner
---------------------------	-----------------------------------	---	--	-----------------------------------	---



Equity .....	\$ _____	\$ _____
[ ] Common    [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ 1,050,000	\$ 0
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$ 1,050,000	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	0	\$ _____
Non-accredited Investors .....	0	\$ _____
Total (for filings under Rule 504 only) .....	0	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ 0
<u>Regulation A</u> .....	_____	\$ 0
Rule 504 .....	LLC membership units	\$ 0
Total .....	_____	\$ 0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[ ] \$ 0
Printing and Engraving Costs .....	[ X ] \$ 300
Legal Fees .....	[ X ] \$ 17,000
Accounting Fees .....	[ ] \$ 0
Engineering Fees .....	[ ] \$ 0
Sales Commissions (specify finders' fees separately) .....	[ ] \$ 0

Other Expenses (identify) \_\_\_\_\_ ☐ \$ \_\_\_\_\_  
 Total \_\_\_\_\_ ☐ \$ 17,300

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \_\_\_\_\_ \$1,032,700

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate .....	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>900,000</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>102,700</u>
Other (specify): <u>X</u> Loan fees and escrow costs .....	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>30,000</u>
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>1,032,700</u>
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ _____	<u>\$1,050,000</u>

#### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer



Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

### APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	X		Partnership Interests \$1,050,000	10	\$950,000				
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									



MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ			Partnership Interests \$100,000	1	\$100,000				
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									